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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

May 8, 1997

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: Value Max Realty Service, Inc.

I enclose an original and one (1) copy of the Articles of Incorporation for the above named corporation and a check in the amount of \$122.50 in payment of the required filing fees and for return of a certified copy of the accepted and registered Articles.

Thank you,



Gregory E. Fox
P.O. Box 2319
Fort Myers Beach, Florida 33932
(941) 930-2332

D. BROWN MAY 16 1997

**ARTICLES OF INCORPORATION
OF
VALUE MAX REALTY SERVICE, INC.**

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The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is Value Max Realty Service, Inc.

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS OF
CORPORATION**

The principal office address of this corporation is: 2330 Estero Boulevard, Fort Myers Beach, Florida, 33931.

The mailing address of this corporation is: P.O. Box 2319, Fort Myers Beach, Florida, 33932.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock all of one class,
having a nominal or par value of ONE DOLLAR
(\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4491 Bay Beach Lane, Unit #123, Fort Myers Beach, Florida, 33931 and the name of the initial registered agent of this corporation at that address is Gregory E. Fox.

ARTICLE V. INCORPORATOR

The name and address of the incorporator is Gregory E. Fox, 4491 Bay Beach Lane, Unit #123, Fort Myers Beach, Florida, 33931.

ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify any person to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

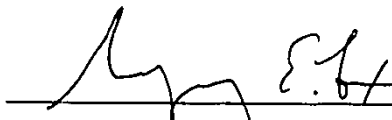
This corporation shall have one director, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Gregory E. Fox, 4491 Bay Beach Lane, Unit #123
Fort Myers Beach, Florida 33931

ARTICLE VIII. TRANSFER RESTRICTION

The transfer of the stock of this corporation is subject to the terms and conditions of a Stock Purchase and Transfer Agreement between this corporation and Mr. Gregory E. Fox. These restrictions prohibit transfer without the approval of same Gregory E. Fox or his heirs, assigns or successors in interest.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of May, 1997.



Gregory E. Fox, Incorporator

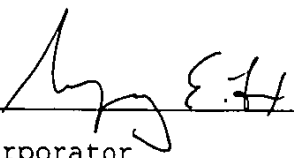
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. **The name of the corporation is:** Value Max Realty Service, Inc.
2. **The name and address of the registered agent and office is:**
Gregory E. Fox, 4491 Bay Beach Lane, Unit #123
Fort Myers Beach, Florida, 33931

Signature:



Title:

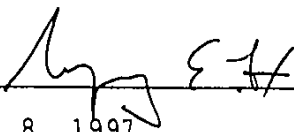
Incorporator

Date:

May 8, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:



Date:

May 8, 1997